

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.



Dowway Holdings Limited
天平道合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8403)

**COMPLETION OF
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement (the “**Announcement**”) of Dowway Holdings Limited (the “**Company**”) dated 21 October 2024, in relation to, the Subscription. Unless otherwise stated herein, capitalised terms used but not otherwise defined herein shall have the same meanings as that ascribed to them in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions under the Subscription Agreement have been fulfilled and the completion of the Subscription took place on 31 October 2024. A total of 3,000,000 Subscription Shares representing approximately 2.42% of the entire issued share capital of the Company immediately before completion and approximately 2.36% of the entire issued share capital of the Company as enlarged by the issue of all the Subscription Shares, have been allotted and issued to the Subscriber. The net proceeds of the Subscription (after deduction of expenses of the Subscription) are estimated to be approximately HK\$2.95 million. The Company intends to apply the net proceeds of the Subscription for general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company immediately prior to and after completion of the Subscription:

Name of Shareholders	Immediately prior to the completion of the Subscription		Immediately after the completion of the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %
A&B	37,645,000	30.36	37,645,000	29.64
Wing Ka Yuen	11,987,500	9.67	11,987,500	9.44
The Subscriber	–	–	3,000,000	2.36
Public Shareholders	<u>74,367,500</u>	<u>59.97</u>	<u>74,367,500</u>	<u>58.56</u>
Total	<u>124,000,000</u>	<u>100.00</u>	<u>127,000,000</u>	<u>100.00</u>

By order of the Board
Dowway Holdings Limited
Huang Xiaodi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 31 October 2024

As at the date of this announcement, the executive Directors are Mr. Huang Xiaodi, Mr. Chen Xicheng, Mr. Yan Jinghui, Mr. Dong Kejia and Mr. Shum Ngok Wa; the non-executive Director is Mr. Lian Mingcheng; and the independent non-executive Directors are Ms. Xu Shuang, Mr. Tam Chak Chi and Ms. Yau Yin Tan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and published on the website of the Company at www.dowway-exh.com.